

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DT CAPITAL LIMITED

鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

The board (“**Board**”) of directors (“**Directors**”) of DT Capital Limited (“**Company**”, together with its subsidiaries as the “**Group**”) proposes to amend the existing memorandum of association and articles of association (“**Memorandum and Articles of Association**”) of the Company and to adopt a new set of memorandum of association (“**New Memorandum**”) and articles of association (“**New Articles of Association**”, together with the New Memorandum, “**New Memorandum and Articles of Association**”) of the Company (“**Proposed Amendments**”) as the memorandum of association and articles of association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with, among other things, the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on 1 January 2022.

The major changes brought about by the adoption of the New Memorandum and Articles of Association are summarised as follows:

- a) to reflect the current name and current share capital of the Company in the New Memorandum of Association;
- b) to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Act**”);
- c) to update the definition of “Company” to reflect the current name of the Company;

- d) to include the definitions of “Act”, “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” to align the relevant provisions in the New Articles of Association with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant article provisions;
- e) to reflect a change of the Cayman law and providing flexibility by allowing the board of directors of the Company (the “**Board**”) to accept the surrender for no consideration of any fully paid shares of the Company (the “**Shares**”);
- f) to remove the article relating to the purchase by the Company of a redeemable share not made through the market or by tender at a maximum amount that may be determined by the Shareholders which is no longer required under the Listing Rules to be included in the New Articles of Association;
- g) to allow the seal of the Company to be affixed or imprinted to a share certificate with the authority of the Directors;
- h) to provide flexibility by removing the restrictive requirement that the record date for determining the Shareholders entitled to receive any dividend, distribution, allotment or issue to be not more than 30 days before or after any such dividend, distribution, allotment or issue is declared, paid or made;
- i) to provide flexibility by allowing a transfer of Shares to be made in the manner permitted by the Stock Exchange even without an instrument of transfer;
- j) to allow publication of a close notice in relation to the registration of transfers of shares by electronic means or in such manner as may be accepted by the Stock Exchange;
- k) to require the Company to hold its annual general meeting in each financial year in compliance with the Listing Rules;
- l) to provide that notice of not less than 21 clear days shall be given for convening an annual general meeting and not less than 14 clear days for other extraordinary general meetings in compliance with the Listing Rules;
- m) to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- n) to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;

- o) to provide that the chairman of the general meeting may, with the consent of the general meeting at which a quorum is present or at his absolute discretion under certain prescribed circumstances, adjourn the meeting from time to time (or indefinitely), from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
- p) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
- q) to allow the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, and making corresponding changes to the relevant articles;
- r) to allow for votes to be cast by the Shareholders electronically as the Directors or the chairman of the general meeting may determine;
- s) to expressly allow the Shareholders the right to speak and to vote at a general meeting except where a Shareholder is required under the Listing Rules to abstain from voting;
- t) to allow instruments of proxy to be returned to the Company by electronic means;
- u) to empower the Board to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required has not been received;
- v) to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting following the requirement of the Listing Rules;
- w) to allow service of notice of Board meeting by electronic means;
- x) to provide that a notification of consent to a resolution given by a Director in writing by any means shall be deemed to be the signature of such Director to a written resolution of Directors;
- y) to empower the Board to resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund to pay up in full unissued shares to be issued for the benefit of employees under any share incentive scheme approved by the Shareholders;
- z) to change the requirement to remove an auditor from “special resolution” to “ordinary resolution” in compliance with the Listing Rules;
- aa) to allow the Board to appoint an auditor to fill a casual vacancy for practical reason;
- bb) to provide for more electronic channels for the giving or issue of any notice or document by or on behalf of the Company (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules);

- cc) to clarify that a notice, document or publication is deemed to have been served on the day on which it first appears on the Company's website to which the recipient may have access or the day on which the notice of availability is deemed to have been delivered to such person, whichever is later, and if such notice, document or publication is issued as an advertisement in a newspaper, it shall be deemed to have been served on the day on which the advertisement first so appears;
- dd) to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Shareholder who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding up may be served which is not a requirement of the Listing Rules;
- ee) to expressly provide that the power of the Board to present a petition to wind up the Company shall be subject to a special resolution passed by the Shareholders for clarity;
- ff) to clarify that a former Director can also be indemnified for his actions in relation to the affairs of the Company during the time he was a Director; and
- gg) to add the financial year end date of the Company in the New Articles of Association in compliance with Cayman law.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company ("AGM"), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders on 25 April 2022.

By order of the Board
DT Capital Limited
Chan Pui Kwan
Chairman

Hong Kong, 22 April 2022

As at the date of this announcement, the Board comprises Mr. Leong Chi Wai, Mr. Lewis Chan and Mr. Su Chunxiang as Executive Directors; Ms. Chan Pui Kwan and Ms. Li Peng as Non-executive Directors; Mr. Chen Yeung Tak, Mr. Ruan Zhi and Mr. Jochum Siebren Haakma as Independent Non-executive Directors.